

Board Paper 3: Programme Board Terms of Reference

Proposed Resolution

Approval that the Programme Board Terms of Reference are updated to specify that a quorum may be formed of not less than four board members – one of whom must be the chair person.

Purpose and Context

The RS Programme Board is comprised of a Chair and four permanent members – 2 Arup Directors, the Lloyd's Register Foundation Director of Research and a Lloyd's Register Group Director. Due to the globally dispersed nature of the board members it has not always been possible for all members to be present at past board meetings. The approved RS Programme Board Terms of Reference provide no guidance on what forms a quorum with respect to Programme Board decision making and propose a resolution for board approval.

It is proposed to the Board that the Programme Board Terms of Reference be updated to specify that a quorum may be formed of not less than four board members – one of whom must be the chair person. By specifying four members including the chair it is ensured that both Arup and Lloyd's Register's views are represented in decision making.

Background

There are no generally accepted rules or best practice concerning what makes a board quorate. It is a decision for the Board.

The Grant Agreement between Lloyd's Register Foundation and Ove Arup and Partners Ltd for a Joint Programme with Lloyd's Register Foundation to Build Resilience in Critical Infrastructure states in Clause 4.7:

The Parties shall establish and maintain for the duration of this Agreement a Programme Board having such powers and responsibilities as set out in this Agreement and/or otherwise agreed by the Parties from time to time. It shall operate as agreed by the Parties from time to time in terms of reference. All decisions of the Programme Board shall be made by consensus.

Consultation

The following people have been involved in the preparation of this Board paper:

Michael Bruno – RS Programme Board Chair

Jo da Silva – Acting Programme Director

Attachments

Annex I provides an update to the Programme Board Terms of Reference in line with the above.

Annex I: Programme Board Terms of Reference

Role of the Programme Board:

The Programme Board (PB):

- Provides confidence that Foundation funds are being spent are in line with its charitable aims;
- Provides confidence that the programme is achieving its aims and objectives;
- Fulfils its responsibilities as set out in the grant agreement between the Foundation and Arup.

To those ends, the Board shall:

- Review and approve the annual expenditure program (i.e., the work plan and budget), and any modifications;
- Monitor and review programme performance against its aims and targets;
- Provide guidance to the Programme Leadership Team;
- Set and review personal performance targets for the Programme Executive Director (ED)
- Review proposed list of collaborators that Arup wish to involve in the work using the funds, for consideration and agreement.
- Appoint an independent review committee to evaluate competitive requests for funding.
- Agree a publishing strategy for publishing summary and main conclusions of data and findings from use of the LRF Funds.
- Discuss and advise on any disagreements as between the Foundation and Arup with respect to the Grant Agreement, dated 12 August 2016

Decisions:

- Decisions of the Board shall be by consensus;
- **A quorum may be formed of not less than four board members – one of whom must be the chair person;**
- The Board may amend and approve board governance;
- The Board may add additional board members as it sees fit;
- The Board may make provision for how to review and decide on issues outside of its scheduled meetings;
- Decide on publishing strategy and decide, case by case, on any exceptions to the publishing strategy proposed or presented by the Programme Leadership.
- Approve of annual operating plan;
- Approve programme funding activities, aims, and objectives at least annually;
- Appointment of independent review committee, as needed, to evaluate competitive requests for funding;
- Agree an approach to measuring success of the programme that aligns with Foundation's charitable objectives; and
- The Board may delegate responsibilities to the Programme Executive Director and to Arup.